

**HUGO BOSS**

ADDITIONAL  
INFORMATION ON  
AGM AGENDA 2024



# AGENDA

## AGM 2024

*The explanations in the invitation to the Annual General Meeting 2024 are authoritative and legally binding.*

1. Presentation of the 2023 annual financial statements and the consolidated financial statements
2. Resolution on the appropriation of the distributable profit for the 2023 fiscal year
3. Resolution on the granting of formal approval for the acts of the members of the Managing Board
4. Resolution on the granting of formal approval for the acts of the members of the Supervisory Board
5. Appointment of the auditors
6. Resolution on the approval of the compensation report
7. Resolution on the confirmation of the compensation and the approval of the compensation system of the Supervisory Board

# AGENDA

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AGENDA ITEM 5

APPOINTMENT  
OF THE  
AUDITORS



## APPOINTMENT OF THE AUDITORS

*Appointment of the auditors of the standalone financial statements and the consolidated financial statements for the 2024 fiscal year, of the auditor of sustainability report for the fiscal year 2024, and of the auditors performing a potential review of the condensed financial statements and the interim management report for the first half of 2024.*

### CLARIFICATION

- HUGO BOSS proposes to appoint Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart as the independent audit firm for a one-year period.
- Deloitte has been the auditor since 2022.
- The tenure disclosure (since 2022) not only applies to the audit firm, but also to the lead audit partners Marco Koch and Dr. Thomas Reitmayr.

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AGENDA ITEM 6

# COMPENSATION REPORT



# AMENDMENTS TO THE COMPENSATION REPORT

## SUMMARY

- While the resolution to approve the compensation system for the members of the Managing Board was passed by a large majority at the 2021 Annual General Meeting (approval rate: 93.83%), the 2022 compensation report of HUGO BOSS was resolved with a majority of 66.37% at the 2023 Annual General Meeting.
- The Managing Board and the Supervisory Board acknowledged the vote while at the same time taking it as an opportunity to discuss the reasons for the comparatively low approval rate directly with key capital market participants.
- As a result, the current format in the compensation report for fiscal year 2023 remains unchanged in its fundamental aspects.
- At the same time, the disclosures provided on the so-called CEO Investment Opportunity, which is explicitly not part of the HUGO BOSS compensation system, were extended compared to the previous year, aimed at further increasing transparency.

# MANAGING BOARD COMPENSATION SYSTEM TO SUPPORT EXECUTION OF GROUP STRATEGY

Performance based system

## STI

Short-term variable compensation

EBIT

40%

Sales

30%

Trade net working capital (TNWC)

30%

Performance Targets

Weight

Payout

\*Payout in cash; Cap: 150% of target amount

## LTI

Long-term variable compensation

Relative total shareholder return (RTSR)

1/3

Return on capital employed (ROCE)

1/3

Employee satisfaction

1/6

Performance in Sustainability

1/6

\*Payout in cash; Cap: 250% of target amount

Fixed compensation

Base salary

Annual fixed compensation, paid as a monthly salary

Benefits and pensions

Contribution plan; Contribution: 40% of the fixed base salary

Share ownership

200% of annual gross base salary for the CEO  
100% of annual gross base salary for CFO/COO and CSO

- Malus and Claw-back implemented

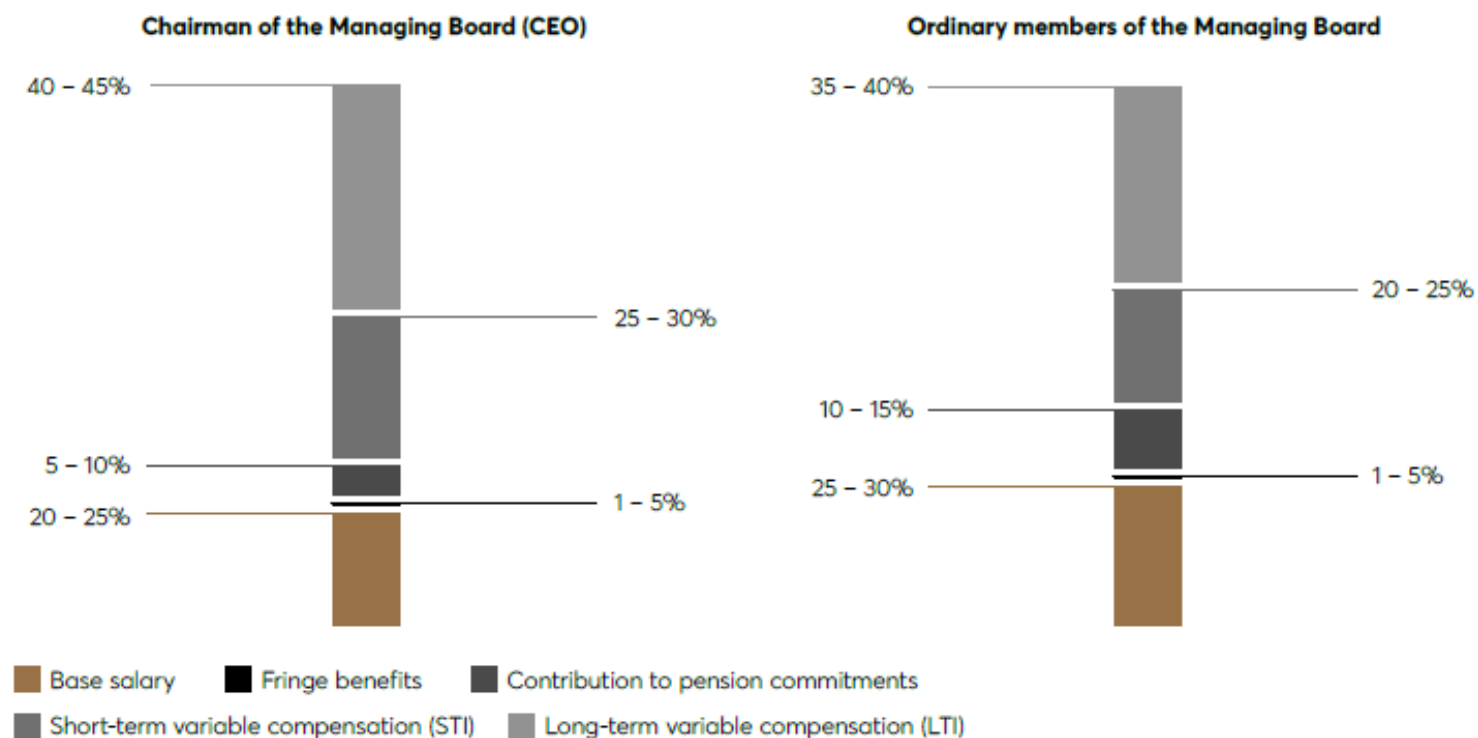
Right to withhold or reclaim granted variable compensation

- Total compensation is capped\*

\*EUR 11 million for the CEO; EUR 5.5 million for the CFO/COO and CSO

# MANAGING BOARD COMPENSATION STRUCTURE WITH STRONG FOCUS ON PERFORMANCE

## COMPENSATION STRUCTURE OF THE MANAGING BOARD \*



- Fixed basic compensation is paid as a monthly salary
- Performance criteria and the key indicators used in fiscal year 2023 are consistent with the Group strategy and derived from the strategic targets as well as operational performance indicators of HUGO BOSS

\*Relative proportions of compensation components in relation to the total target compensation (i.e., assuming a target achievement of 100% for the two variable compensation components)

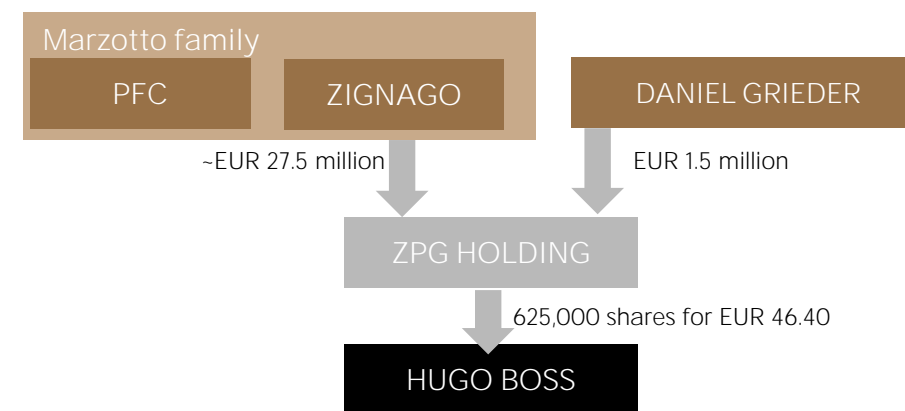


# CEO INVESTMENT OPPORTUNITY ALIGNED WITH SHAREHOLDER INTERESTS

*The so-called CEO Investment Opportunity is a third-party compensation and thus explicitly not part of the compensation system.*

## STRUCTURE OF THE CEO INVESTMENT OPPORTUNITY

- Agreement between Daniel Grieder and the Marzotto family aimed at providing an incentive for a substantial and sustainable increase in share price.
- No conflicts of interest as it is directly tied to the long-term share price performance of HUGO BOSS and ultimately, all shareholders benefit from a sustainable share price increase.
- Ambitious nature of the CEO Investment Opportunity, which is also underlined by the fact that so far, no liquidity event has occurred (share price as of December 31, 2023, was below EUR 75.10).



Share price	< EUR 46.40	EUR 46.40 to EUR 75.00	EUR 75.10	EUR 100.00
Fair market value (examples)	< EUR 1.5 million	EUR 1.5 million	EUR 7.1 million	EUR 14.8 million

The fair market value of the ZPG shares held by Daniel Grieder is linked to the difference between the average purchase price of HUGO BOSS shares (EUR 46.40) and the average share price of HUGO BOSS shares during the 120 days prior to the liquidity event.

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AGENDA ITEM 7

# COMPENSATION SUPERVISORY BOARD



## RESOLUTION ON THE CONFIRMATION OF THE COMPENSATION AND THE APPROVAL OF THE COMPENSATION SYSTEM OF THE SUPERVISORY BOARD

*Pursuant to section 113 para. 3 of the German Stock Corporation Act, the AGM must pass a resolution on the compensation of the members of the Supervisory Board at least every four years.*

- 01 Compensation based on fixed remuneration
- 02 Compensation system does not include any performance-based components
- 03 No attendance fees or other incentives given
- 04 No inflation driven increase planned

NO CHANGES TO  
EXISTING  
COMPENSATION  
SYSTEM PLANNED

*Further details can be found on the following slides as well as in the invitation under "Information on agenda item 7"*

# SUPERVISORY BOARD STRUCTURE AND APPLICATION OF THE COMPENSATION SYSTEM

## COMPENSATION FOR SUPERVISORY BOARD ACTIVITY AND MEMBERSHIP IN A COMMITTEE

Compensation for Supervisory Board function			
<b>Chairman</b>	<b>Deputy Chairman</b>	<b>Ordinary Member</b>	
EUR 200,000 2.5 times the base amount	EUR 140,000 1.75 times the base amount	EUR 80,000 Base amount	
Compensation for membership in a committee			
Working Committee	Audit Committee	Personnel Committee	Nomination Committee
<b>Chairman</b> <b>EUR 60,000</b>	<b>Chairman</b> <b>EUR 60,000</b>	<b>Chairman</b> <b>EUR 60,000</b>	<b>Chairman</b> <b>-</b>
<b>Ordinary Member</b> <b>EUR 30,000</b>	<b>Ordinary Member</b> <b>EUR 30,000</b>	<b>Ordinary Member</b> <b>EUR 30,000</b>	<b>Ordinary Member</b> <b>EUR 20,000</b>

Every Supervisory Board member's committee compensation is limited to the three highest compensated tasks; no compensation for the Mediation Committee.

# SUPERVISORY BOARD

## GOVERNANCE STRUCTURE ENSURES STRATEGIC OVERSIGHT

### Supervisory Board

- Competence profile
- Broad international expertise and composition

### Committees

- Audit
- Working
- Personnel
- Nomination
- Mediation

### Compensation

- Fixed components
- No performance-related remuneration or attendance fees

### Composition

The Supervisory Board of HUGO BOSS consists of 12 members:

6 shareholder representatives  
6 employee representatives

### Independence

Four of six shareholder representatives are independent

### Diversity

>40% of the members of the Supervisory Board are women

### Tenure

None of the independent shareholder representatives has served ten years or more; all board terms end in 2025

### Assessment

Regular assessment of efficiency of Supervisory Board with external support

### Age Limit

No member of the Supervisory Board should be older than 69 years at the time of election



# SUPERVISORY BOARD DIVERSITY AND COMPETENCY CONCEPT

Shareholder representatives

	Hermann Waldemer	Iris Epple-Righi	Gaetano Marzotto	Luca Marzotto	Christina Rosenberg	Robin J. Stalker
Internationality	●	●	●	●	●	●
Accounting	●		●	●		●
Auditing	●		●	●		●
Branding, supply chain, distribution	●	●	●	●	●	●
Current/former manager of another company	●	●	●	●	●	●
Expertise in HUGO BOSS	●	●	●	●	●	●
Sustainability	●	●	●	●	●	●
Independence	●	●			●	●

# SUPERVISORY BOARD DIVERSITY AND COMPETENCY CONCEPT

Employee representatives



Sinan Piskin	Andreas Flach	Katharina Herzog	Daniela Liburdi	Tanja Nitschke	Bernd Simbeck
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Internationality			●			
Accounting			●			
Auditing			●			
Branding, supply chain, distribution						
Current/former manager of another company					●	
Expertise in HUGO BOSS	●	●	●	●	●	●
Sustainability	●		●	●	●	
Independence	●	●	●	●	●	●